## FORM D FER 0 8 2005 SECTION



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix		Serial						
DAT	E RECEIV	VED						

							1021
Name of Offering ([] check if this is an amendment and HEMPTOWN CLOTHING INC.; private placement o						of \$0.25	per Unit.
Filing Under (Check box(es) that apply): [] Rule 504 [							ULOBOROO
Type of Filing: [X] New Filing [] Amendment	•						rhuuess
A. BASIC IDE	NTIFICAT	ON I	AT	Ā		1	
1. Enter the information requested about the issuer						-//	WAR & B EU
Name of Issuer ([] check if this is an amendment and name	me has chan	ged, ar	nd in	dicat	e change.)	TK.	S The Top OF The
HEMPTOWN CLOTHING INC.						٧	THOMSON
Address of Executive Offices (Number and Street, City, State, 2			7	Геlер	none Number (I	Including	Area Code)
1307 Venables Street, Vancouver, British Columbia, C					255-5005		
Address of Principal Business Operations (Number and Street, C	City, State, Zi	Code	) 7	Геlер	none Number (l	Including	Area Code)
(if different from Executive Offices)							
Brief Description of Business							
Engage in the manufacture and marketing of hemp apparel	l brand cloth	ing to	who	lesal	ers, retailers a	nd consi	umers and
involve in ongoing research and development of quality ar							
enhance its products and the benefits they provide to crop							, , , , , , , , , , , , , , , , , , , ,
Type of Business Organization							
[X] corporation [] limited partnership, a	already forme	d		[]0	ther (please spe	cify):	
[] business trust [] limited partnership, t	to be formed						
	Month	Y	ear				
Actual or Estimated Date of Incorporation or Organization:	1 0	1 9	9	8	[x] Actu	al	[ ] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter	IIC Destal C						
	U.S. Postal S	ervice	abbre	viatio	on (CNI/R	ritich C	alumbia)
for State: CN for Canada; FN for other foreign jurisdiction	U.S. Postal S	ervice	abbre	viatio	on [CN] (B	ritish C	olumbia)
for State: CN for Canada; FN for other foreign jurisdiction GENERAL INSTRUCTIONS	U.S. Postai S	ervice :	abbre ——	viatio	on [CN] (B	ritish C	olumbia)
for State: CN for Canada; FN for other foreign jurisdiction GENERAL INSTRUCTIONS Federal:					[CN] (B		
for State: CN for Canada; FN for other foreign jurisdiction  GENERAL INSTRUCTIONS  Federal:  Who Must File: All issuers making an offering of securities in					[CN] (B		
for State: CN for Canada; FN for other foreign jurisdiction  GENERAL INSTRUCTIONS  Federal:  Who Must File: All issuers making an offering of securities in 230.501 et seq. or 15 U.S.C. 77d(6).	reliance on	ın exer	nptio	n unc	der Regulation	D or Sec	tion 4(6), 17 CFR
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Potential persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership
issuers; and
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [X] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
JERRY KROLL
Business or Residence Address (Number and Street, City, State, Zip Code)
1307 Venables Street, Vancouver, British Columbia, Canada, V5L 2G1
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [X] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
JASON FINNIS
Business or Residence Address (Number and Street, City, State, Zip Code)
1307 Venables Street, Vancouver, British Columbia, Canada, V5L 2G1
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [X] Director [] General/Managing Partner
Full Name (Last name first, if individual)  ROBERT EDMUNDS
Business or Residence Address (Number and Street, City, State, Zip Code)
1307 Venables Street, Vancouver, British Columbia, Canada, V5L 2G1
The state of the s
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [X] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
LARISA HARRISON
Business or Residence Address (Number and Street, City, State, Zip Code)
1307 Venables Street, Vancouver, British Columbia, Canada, V5L 2G1
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [X] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
GUY CARPENTER
Business or Residence Address (Number and Street, City, State, Zip Code)
1307 Venables Street, Vancouver, British Columbia, Canada, V5L 2G1
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [ ] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
GUY PREVOST
Business or Residence Address (Number and Street, City, State, Zip Code)
1307 Venables Street, Vancouver, British Columbia, Canada, V5L 2G1
Charle Bay(a) that Annier I (December I ) Bay Said Course I (December I ) Breaten I (Course) (Managing Botton
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General/Managing Partner Full Name (Last name first, if individual)
Ton Traine (East Haine that, it morriodal)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General/Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
and the second s
(Use blank sheet or copy and use additional copies of this sheet as necessary)

				B. INF	ORMATI	ON ABC	UT OFF	ERING				
1. Has the	e issuer sol	d, or does	the issuer i		ll, to non-a	ccredited i	nvestors in	this offerin			Yes	No
2 1175:	a sha astata									under ULOE		[X]
z. wnat i	is the minn	num invesi	meni inai v	viii de acce	epted from	any individ	iuai?		• • • • • • • • • • • • • • • • • • • •		Yes	N/A. No
3. Does th	he offering	permit joi	nt ownersh	ip of a sing	gle unit?			· · · · · · · · · · · · · · · · · · ·		<u></u>	[X]	_{ }
similar re associated If more to broker or	emuneratio d person or han five (5 dealer onl	n for solic r agent of a 5) persons y.	itation of p broker or	ourchasers dealer regi l are assoc	in connect stered with	ion with s the SEC a	ales of sec nd/or with	urities in t a state or s	he offering tates, list th	indirectly, ag. If a person the name of the tribute forth the in	n to be lis ne broker	sted is an or dealer.
i dii : vaiii	ic (Dast Hai	110 11130, 11	marviduar)									
Business	or Residen	ice Addres	s (Number	and Street,	City, State	, Zip Code	)					
Name of	Associated	Broker or	Dealer							<del></del>		
States in	Which Per	son Listed	Has Solici	ted or Inter	nds to Solic	it Purchase	ers (Check	"All States	" or check	individual St	rates) ~ A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	(ID)
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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	(42											
Business	or Residen	ice Addres	s (Number	and Street,	City, State	, Zip Code	)					
Name of	Associated	Broker or	Dealer						<del></del>			· · · · · · · · · · · · · · · · · · ·
States in	Which Per	son Listed	Has Solici	ted or Inter	nds to Solic	it Purchase	ers (Check	"All States	" or check	individual S	tates) ~ A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	ne (Last nar	ne first, if	individual)									
Business	or Residen	ice Addres	s (Number	and Street	City, State	Zin Code	<u>,                                      </u>				<u>-</u>	
				and Street,	————		·)			<del></del>		
Name of	Associated	Broker or	Dealer									
States in							•			individual S		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	{HI}	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	ne (Last nar	me first, if	individual)									
Business	or Residen	nce Addres	s (Number	and Street,	City, State	, Zip Code	)					
Name of	Associated	Broker or	Dealer		· · ·	<del></del>						
States in	Which Per	son Listed	Has Solici	ted or Inter	nds to Solic	it Purchase	ers (Check	"All States		individual S		
	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[AL]				£12373	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
	[IN]	[IA]	[KS]	[KY]	[LA]	[IVIL)	المنابا	[,,,,,	[]	[]	[]	[ J
[AL]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]

(Use blank sheet, or copy and use additional copies of this sheet as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXP	PENSES AND USE OF PRO	OCEEDS
1. Enter the aggregate offering price of securities included in this offering and total amount already sold. Enter "0" if answer is "none" or "zero." If transaction is an exchange offering, check this box [ ] and indicate in columns below the amounts of the securities offered for exchange and already.	the the	
exchanged.	Aggregate	Amount
Type of Security	Offering Price	Already Sold
Debt	\$0	\$0
Equity	\$0	\$0
[] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests		\$0
Other (Specify): 300,000 units (each a "Unit") at a subscription price of \$0.25 per Unit; with each such Unit being comprised of one common share one non-transferable share purchase warrant (each a "Warrant") in the cap of the Issuer; and with each such resulting Warrant entitling the sharehold thereof to purchase an additional common share (each a "Warrant Share") of Issuer for the period commencing upon the date of issuance of the within U by the Issuer, that being on December 19, 2005, and ending at 5:00 g (Vancouver time) on the day which is 24 months from the date of issuance of within Units by the Board of Directors of the Issuer (the "Warrant Exer	U.S. and bital lder the inits b.m. the	
Period"), at an exercise price of U.S. \$0.50 per Warrant Share during Warrant Exercise Period.	\$75,000	\$75,000
Total	\$75,000	\$75,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who he purchased securities in this offering and the aggregate dollar amounts of the purchases. For offerings under Rule 504, indicate the number of persons have purchased securities and the aggregate dollar amount of their purchase the total lines. Enter "0" if answer is "none" or "zero."	heir who s on Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		\$75,000
Non-accredited Investors		\$0
Total (for filings under Rule 504 only)	0	_\$0
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the informal requested for all securities sold by the issuer, to date, in offerings of the trindicated, the twelve (12) months prior to the first sale of securities in offering. Classific acquirities by the listed in Part C. Overstein 1.	ypes this	Dollar Amount
offering. Classify securities by type listed in Part C-Question 1.	Type of	Sold
Type of offering Rule 505	Security	
		\$0
Regulation A		\$0
Rule 504		\$0
Total	0	_\$0
4. a. Furnish a statement of all expenses in connection with the issuance distribution of the securities in this offering. Exclude amounts relating solel organization expenses of the issuer. The information may be given as subject future contingencies. If the amount of an expenditure is not known, furnish estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees	y to ct to h an	[ ] \$0 ·
Sales Commissions (plus warrants)		[] \$0

Other Expenses (identify): State Filing Fees....

Total .....

\$250

\$1,250

[X]

	C. OFFERING PRICE, NUMBER OF	INVESTORS, EXPENSES	AND USE OF I	PROCE	EDS
4.	b. Enter the difference between the aggregate response to Part C - Question 1 and total expenses fur C - Question 4.a.  This difference is the "adjusted gross proceeds to the is	rnished in response to Part			\$73,750
5.	Indicate below the amount of the adjusted gross procee proposed to be used for each of the purposes shown. It purpose is not known, furnish an estimate and check the estimate. The total of the payments listed must equal the tothe issuer set forth in response to Part C - Question Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machand equipment  Construction or leasing of plant buildings and fact Acquisition of other businesses (including the value in this offering that may be used in exchange for another issuer pursuant to a merger)	f the amount for any ne box to the left of the ne adjusted gross proceeds 4.b above.  Chinery  Chinery  Callities.  [ ]  Indicate the assets or securities of	\$0 \$0		Payments to Others \$0 \$0 \$0 \$0
	Repayment of indebtedness	[	\$0   \$0   \$0	[ ] [ [X] [ [X] [ [X] ,750	\$0 \$0 \$73,750 \$0 \$73,750
	D. FE	DERAL SIGNATURE			
R:	ne issuer has duly caused this notice to be signed but 1000 the following signature constitutes an uncommission, upon written request of its staff, the irsuant to paragraph (b)(2) of Rule 502.	dertaking by the issuer to fur	nish to the U.S.	Securitie	s and Exchange
Is	suer (Print or Type)	Signature	1//	Date	
Н	EMPTOWN CLOTHING INC.	Ju / holl	C.E.D.	Decemi	ber 19, 2005
N	ame of Signer (Print or Type)	Title of Signer (Print or Typ	pe)		
Je	erry Kroll	Chairman, CEO and a	director		
		ATTENTION			
		nissions of fact constitute federal ( (See 18 U.S.C. 1001.)	riminal violations.		

Ε.	ST	AΊ	Έ	SI	$\mathbf{GN}$	ΙA	TU	JR	E
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1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions	Yes	No
	of such rule?	[ ]	[X]
	See Appendix, Column 5, for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly signed person.

Issuer (Print or Type)	Signature //// Date
HEMPTOWN CLOTHING INC.	Most C. E. A. December 19, 2005
Name of Signer (Print or Type)	Title/of Signer (Print or Type)
Jerry Kroll	Chairman, CEO and a director

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

1	} :	2	3	4					5		
									ification		
			Type of security						ate ULOE		
		o sell to	and aggregate						, attach		
		credited	offering price		Type of inve	estor and			ation of		
		s in State	offered in state		Amount purcha	ses in State			granted)		
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-It			(Part E	-Item 1)		
				•		Number of			'		
				Number of		Non-			:		
				Accredited		Accredited					
State	Yes	No	Units	Investors	Amount	Investors	Amount	Yes	No		
AL											
AK											
AZ				·····							
AR											
CA							<del></del>	1			
CO					· · · · · · · · · · · · · · · · · · ·	<del> </del>		<del> </del>			
CT					<del></del>	<del> </del>					
DE		<del> </del>			<del> </del>			<del> </del>	<del> </del>		
DC								<del> </del>	<del> </del>		
FL		<del> </del>	<del> </del>			<del> </del>	<del></del>	<del>                                     </del>	<del> </del>		
GA											
HI	<del></del>		-			-		<u> </u>	ļ		
ID						<del> </del>					
IL_											
IN					-						
IA											
KS						<u> </u>					
KY											
LA											
ME											
MD											
MA											
MI											
MN											
MS											
МО											
MT				<del>,                                      </del>							
NE						<del>                                     </del>					
NV			† <del>-</del>								
NH									<del>                                     </del>		
NJ					<del>                                     </del>			<del>                                     </del>			
NM		<del> </del>			<del> </del>	<del>                                     </del>					
NY		<del>                                     </del>		····	<del></del>	<del> </del>	<del> </del>				
NC		<del> </del>	<del> </del>		<del> </del>	<del> </del>			<del>                                     </del>		
ND	-					<del> </del>	-	<del>                                     </del>			
OH	·		<del>                                     </del>	<del></del>	<del></del>		<del> </del>	<del>                                     </del>	<del> </del>		
OK					<del> </del>	<del> </del>	-		-		
OR		X	\$75,000	2	\$75,000	Nil	N/A	<del> </del>	X		
UK		^	(300,000 Units	2	<b>⊅/3,000</b>	1411	INA		^		
			at a price of \$0.25 per Unit)								
PA			1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2						<u> </u>		
RI						<del>                                     </del>					
SC		<del>                                     </del>						<del>                                     </del>	<del> </del>		
SD					1						
TN	<del></del>	<del> </del>	<del> </del>			<del> </del>		<del>                                     </del>			
TX		-				-		<del> </del>			
UT		<b>-</b>	-	······································		-		<del> </del>			
VT	<u> </u>	ļ		····				<del> </del>			
		<u> </u>	<u></u>		L	<u></u>	L	L	L		

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Λ.	Dυ	101	ND	IX

1		2 3 4						5 Disqualification		
	non-ac	to sell to	Type of security and aggregate offering price		Type of inve			under Sta (if yes explan	ate ULOE, attach ation of	
	1	s in State	offered in state	Amount purchases in State		Amount purchases in State		waiver granted)		
	(Part B	-Item 1)	(Part C-Item 1)		(Part C-It	tem 2)		(Part E	-Item 1)	
State	Yes	No	Units	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
VA										
WA										
WW										
WI										
WY										
PR										